

INCORPORATED UNDER THE COMPANIES ACT, 1956

(1 OF 1956)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

TANLA SOLUTIONS LIMITED

GENERAL

1. Regulations contained in Table A in the first schedule to the Act shall apply in so far only as they are not inconsistent with any of the provisions contained in these Regulations and also those for which no provision has been made in these Regulations.
2. In the construction of these Articles, unless there be something in the subject or context inconsistent therewith, words or expressions contained in these presents shall bear the same meaning as in the Companies Act, 1956 and in particular.
 - a) "The Act" or "The said Act" means the Companies Act, 1956 or any statutory modification or reenactment thereof for the time being in force.
 - b) "These Articles" or "These Presents" means the Articles of Association for the time being in force.
 - c) "The Company" means **TANLA SOLUTIONS LIMITED**.
 - d) "Chairman" means the Chairman of the Board of Directors for the time being of the Company
 - e) "Dividend" includes bonus paid in cash.
 - f) "The Seal" means the Common Seal of the Company
 - g) "Member" or "Shareholder" means a person:

- (i) Whose name is entered in the register of Members as holding any share(s) either solely or jointly;
 - (ii) Subscribers to the memorandum of the Company; and
 - (iii) Beneficial Owner(s).
- g) (l) "Beneficial Owner" means a beneficial owner as defined in clause (a) of sub-section (1) of section 2 of the Depositories Act, 1996.
- h) "Office" means the Registered office for the time being of the Company.
- i) "Paid-up" capital includes capital credited as paid up.
- j) "Person" includes corporations, societies and individuals.
- k) "The Registrar" means the Registrar of Companies having jurisdiction over the Company.
- l) "Secretary" includes a temporary or assistant secretary and any person or persons appointed by the Board to perform any of the duties of a Secretary subject to Section 383 A of the Act.
- m) "In Writing" or "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.
- n) "Year" means the calendar year and "financial year" shall have the meaning assigned there to under section 2 (17) of the Act.
- o) "Marginal notes" used in these Articles shall not affect the construction or interpretation hereof.
- p) "Directors" or "The Board" means the first Directors or Directors for the time being of the company or the Directors assembled at the meeting of the Board, as the case may be.
- q) Managing Director means the Managing Director for the time being of the company and includes a Joint or Deputy Managing Director.
- r) Executive Director and/or Whole time Director means any Director of the Company (by whatever name called) who is in the whole time employment of the Company.
- 2) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force.

SHARE CAPITAL

- 3 a) The authorized share capital of the Company is such as stated in Clause V of the Memorandum of Association of the Company as amended, from time to time. The Company has the power from time to time to increase or reduce its capital. Any of the said shares and new shares hereafter to be created may, from time to time, be divided into shares of several classes in such manner as may be provided hereinafter. The shares of each class may have or confer such preferential or other special rights and

privileges and may be issued under such restrictions and conditions whether in regard to dividend, voting, distribution of assets or otherwise as may be permitted by the Act or by the Articles of Association but so that the special rights or privileges conferred on holders of any share issued with preferential or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be varied or abrogated or affected by the creation or issue of further shares ranking pari passu therewith. Subject to the provisions of Section 80 of the Act, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

- b) Notwithstanding anything contained contrary in this Article, the Company shall subject to the provisions of the Act, and particularly of sections 77A, 77AA, and 77B thereof, and the Regulations made there under have the power to buy back its own shares or other specified securities.

3(l) **DEMATERIALIZATION OF SECURITIES**

- a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its existing shares and other Securities; rematerialise its shares and other Securities held with Depositories and/or offer its fresh shares and other Securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under and on the same being done, the Company shall further be entitled to maintain a register of Members with the details of Members holding shares both in material and dematerialized form in any media as permitted by law including any form of electronic media, either in respect of existing shares or any future issue and transfer or transmission of any shares or other Securities held in material or dematerialised form.
- b) The shares and other Securities of the Company which are held in dematerialised form shall not be progressively numbered and the provisions relating to the progressive numbering shall not apply to the shares or other Securities of the Company which are dematerialised or may be dematerialised in future or issued in future in dematerialised form and no share certificates shall be issued in respect of the shares issued/held in rematerialised form with any Depository and the provisions of regulations 7 and 8 of Table A of Schedule I of the Act shall not apply in this regard.
- c) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the Beneficial Owner of the shares/ Securities in the records of the Depository as the absolute owner thereof as regards the receipt of dividends or bonus or service of notice and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognise any benami trust or equity or equitable, contingent or other claims to or interest in such shares/Securities on the part of any other person whether or not it shall have express or implied notice thereof.
- d) In the case of transfer or transmission of Securities held by Beneficial Owners with the Depository the provisions relating to the normal transfer or transmission of Securities in respect of the Securities held in the physical mode shall not apply to the transfer of Securities effected by the transferor and the transferee both of whom is entered as

Beneficial Owners in the records of the Depository. In case of transfer or transmission of shares or other Securities where the Company has not issued any certificates in respect thereof and where such shares or Securities are being held in an electronic and fungible form with a Depository, the provision of the Depository Act, 1996 shall apply.

4. Subject to the provisions of the Act and these Articles the shares in the capital of the Company for the time being shall be under the control of the Board, who may allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and subject to the provision of Section 78 of the Act, either at a premium or at par (Subject to the provisions of Sections 79 of the Act) at a discount or at such terms as they may from time to time think fit and proper. Provided that after the first allotment, upon the issue of any further shares, the Board shall comply with the provisions of Section 81 of the Act, unless they shall have obtained the decision of the company in a General Meeting to the issue of such shares on other terms.
5. The Board of Directors may allot and issue shares in the Capital of the Company in payment or part payment of any property sold and transferred or for services rendered to the Company in or about the formation of the company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares.
6. As regards all allotments from time to time made, the Board shall duly comply with Section 75 of the Act and in the case of shares offered to the public for subscription shall also comply with Section 69 of the Act.
7. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture stocks in the Company, but so that if the commission in respect of shares shall be paid or payable out of Capital, the statutory condition and requirements shall be observed and complied with and the amount or rate of commission shall not exceed 5% on the shares and 2 1/2% on debentures or debenture-stock in each case subscribed or to be subscribed. The commission may be paid or satisfied in cash or in shares, debenture or debenture-stock.
8. With the previous authority of the Company in a general meeting and a sanction of the Company Law Board and upon otherwise complying with Section 79 of the Act, the Board may issue at a discount, shares of a class already issued.
9. The Company may subject to the conditions and restrictions contained in Section 208 of the Act, issue shares for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant with long gestation period, pay interest on so much of the share capital as is for the time being paid-up and may charge the same to capital as part of the cost of construction.
10. The joint holders of a share shall be severally as well as jointly liable for payment of all installments and calls due in respect of such shares.
11. Save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any shares as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as by statute require, be

bound to recognise any benami, equitable or other claim to or interest in such share on the part of any other person.

12. Every member or allottee of shares shall be entitled to one certificate under the seal of the Company for all the shares registered or allotted in his name, or if the Board of Directors so approve, to several certificates each for one or more of such shares each certificate of shares in respect of which it is issued and the amount paid-up thereon. The certificate or certificates shall be issued within the time prescribed by Section 113 of the Act.
13. If any certificate be worn-out or defaced, then upon production of some evidence thereof to the Directors, they may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate be lost or destroyed, then upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given and on the payment of out of pocket expenses incurred by the company in investigating evidence, a new certificate in lieu thereof shall be given to the registered holder for the shares to which such lost or destroyed certificate shall relate.
14. The Certificate of shares registered in the names of two or more persons shall be delivered to the person first named on the register.

CALLS ON SHARES

15. a) The Board may after obtaining sanction of the company accorded by ordinary resolution passed at its General Meeting subject to Sec. 91 of the Act, from time to time make calls upon the members in respect of any monies unpaid on their shares (Whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him at the time and place appointed by the Directors.
 - b) A call may at the discretion of the Directors be made payable by installments.
16. Thirty days notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid, provided that before time for payment of such call, the Board may by notice in writing to the members revoke the same or extend the time for payment thereof.
17. The call shall be deemed to have been made at the time when the resolution authorising the call was passed by the Board.
18. a) Any amount which by the terms of issue of a share becomes payable on allotment of a share or at any fixed time or by instrument at fixed time whether on account of the normal value of the shares or by way of premium shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which the amount becomes due by the terms of issue.
 - b) In case of non-payment of such sum all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such amount had become payable by virtue of a call duly made and notified.

19. If the amount payable on a call or installment is not paid, on or before the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to time of actual payment at a rate decided by the Board from time to time. The Board shall have power to waive payment of any such interest wholly or in part.
20. The Board may, if it thinks fit receive from any member willing to advance the same, all or any part of the sum due upon any shares by him in excess of the sums called up and upon the sum so paid or received in advance, or so much thereon as from time to time exceeds the sum called upon the shares in respect of which such advances has been made, the Board may until the sum would but for such advance, become presently payable, pay interest at such rate as agreed upon between the Board and the member paying sum in advance and the Board may at any time repay the sum so advanced to such member. Monies paid in advance of calls shall not in respect there of confer a right to dividend or to participate in the profit of the Company nor shall the member be entitled to any voting rights until such amount would (but for such payment) become presently payable.

FORFEITURE OF SHARES

21. If any member fails to pay any call, installment or any interest or any amount whatsoever due to the Company, on or before the day appointed for payment of the same, whether demanded or not by the Company, the Board may, at any time thereafter and during such time as the call, installment, interest or such amount remains unpaid, serve a notice on such member or any person, if any, entitled to the share by transmission requiring him to pay the amount due, together with any interest that may have accrued of such non-payment.
22. The notice aforesaid shall name a day not being less than fourteen days from the date of notice and place or places on and at which such call or installment and interest are to be paid. The notice shall also state that in the event of non-payment on or before the day, at or before the time and at the place appointed, the share in respect of which the call was made or installment is payable including the amount already paid on that share will be liable to be forfeited.
23. If the requirements of the notice as aforesaid are not complied with any shares in respect of which such notice has been given may at any time thereafter before payment of calls, installments, interest, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before forfeiture.
24. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of that share and other rights incidental to the share except only such of those rights as expressly saved by these Articles or by a Resolution of the Board.
25. Any share so forfeited shall be deemed to be the property of the company and may be sold, reallocated or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board shall think fit.

26. The Board may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annual and forfeiture thereof upon such conditions and in such manner as it thinks fit.
27. When any share shall have been so forfeited notice of the forfeiture shall be given to the member in whose name it stands immediately prior to the forfeiture, an entry of the forfeiture with the date thereof shall forthwith be made in the register of Members but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
- 28.a) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding the forfeiture remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares, together with interest thereon from the time of forfeiture until payment, at such rate as may be determined by the Board from time to time and the Directors may enforce the payment thereof, without any deduction or allowance for the value of the shares at the time of forfeiture but shall not be under any obligation to do so.
- b) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
- c) The Company may receive the consideration if any, given for the shares on any sale or disposal thereof and may execute a transfer of the shares in favour of the person to whom the shares are sold or disposed of.

TRANSFER AND TRANSMISSION OF SHARES

29. The Company shall not register shares in or debentures of the Company, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferee and specifying the name, address and occupation, if any of the transferee, has been delivered to the Company along with the certificate relating to the shares or debentures, or if any such certificate is not existing, along with a letter or allotment of the shares or debentures and any other evidence that the Board may require to prove the title of the transferor and his right to transfer the shares or debentures. The transferor shall remain the holder of such shares until the name of the transferee is entered in the register in respect thereof.

1) NO FEE ON TRANSFER OR TRANSMISSION

No fees shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document

30. The instrument of transfer shall be in such form as is prescribed in Section 108(1-A) of the Companies Act, 1956. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof.
31. Applications for the registration of share transfer may be made either by transferor or the transferee provided that where such application is made by the transferor, on

registration shall, in the case of partly paid share, be effected unless the company gives notice of the application to the transferee in the manner prescribed by Section 110 of the Act and subject to the provisions of these Articles, the Company shall unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the Transferee.

32. Subject to the provisions of Section 111 of the Act, the Board, without assigning any reason for such refusal, may within one month from the date on which the instrument of transfer was delivered to the Company, refuse to register any transfer of a share upon which the Company has a lien and in case of shares not fully paid up, the Board may refuse to register to a transferee of whom it does not approve. Provided that the registration of transfer of a share shall not be refused on the ground of the transfer being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
33. Subject to the Stock Exchange Regulations as may be altered from time to time, transfer of shares shall take place in marketable lots.
34. No transfer shall be made on partly paid shares to a minor or person of unsound mind.
- 35.a) Every instrument of transfer shall be retained by the Company, but any instrument of transfer which the Board may refuse to register shall be returned to the persons depositing the same. The Board may, subject to the provisions of the share (Issue of Share Certificates) Rules 1960, or any statutory modification thereof for the time being in force, waive the production of any certificate upon evidence satisfactory to them of its loss or destruction.
- b) The Board may, by such means as they shall deem expedient, authorise registration of transferees as shareholders without the necessity of any meeting of the Directors for that purpose.
- c) Subject to the provisions of Section 108 of the Act, in no case the Board shall be bound to inquire into the validity, legal effect or genuineness of any instrument of transfer produced by a person claiming transfer of any share in accordance with these Articles, and whether they abstain from so inquiring, or do so inquire, and are misled, the transferor shall have no claim whatsoever upon the Company in respect thereof but his claim, if any, shall be against the transferee only.
- 36.a) If the Board refuses whether in pursuance of Article 33 or otherwise to register the transfer of any share, the Company shall, within two months from the date on which the instrument of transfer was lodged with the Company send to the transferee and the transferor notice of the refusal.
- b) No shareholder who changes his or her name shall be entitled to recover any dividend or to vote at any meeting until notice of the change of name shall have been duly given to the Company in order that the same be registered.

TRANSMISSION OF REGISTERED SHARES

37. The executor or administration of a deceased member (not being one of several joint-holders) shall be the only person recognised by the Company as having any title to be registered in the name of such member, and in case of the death of any one or more of the registered jointholders of any share, the survivor shall be the only person recognised by the Company as having any title to or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on the share held by him jointly with any other person. Before recognising any executor or administrator the Board may require him to obtain a Grant of probate or letters of Administration or other legal representations, as the case may be, from a competent court in India and having effect in the State of Andhra Pradesh.

Provided nevertheless that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense with the production of probate or letters of Administration or such other legal representation upon such terms as to indemnity or otherwise as the Board, in its absolute discretion, may consider adequate.

38. Any committee or guardian of a lunatic or minor member of any person becoming entitled to hold or to transfer a share in consequence of the death or bankruptcy or insolvency of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or his title as the Board thinks sufficient, may with the consent of the Board (which the Board may not be bound to give) be registered as a member in respect of such share, or may, subject to the regulations as to transfer hereinbefore contained, transfer such share. This Article is herein after referred to as the "Transmission Article".
39. If any person who shall become entitled to be registered in respect of any share under Article 38 shall, for any cause whatsoever, within twelve calendar months after the event on the happening of which his title shall accrue, be registered in respect of such shares, or if in the case of the death of any share-holder no person shall, within twelve months after such death be registered as a share-holder in respect of the shares of such deceased shareholder, the Company may sell such shares either by public auction or private contract and give a receipt for the purpose, and the purchaser shall be entitled to be registered in respect of such shares and shall not be bound to enquire whether the events have happened which entitled the Company to sell the same; and the net sale proceeds, after deducting all expenses and all monies if any, in respect of -which the Company is entitled to a lien on the share so sold, shall be paid to the person entitled thereto.
- 1)(i) If the person so becoming entitled shall elect, to be registered as holder of the Shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he elects.
- ii) If the person aforesaid shall elect to transfer the Shares he shall testify his election by executing a transfer of the Shares.
- iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of Share shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member has not occurred and the notice or transfer signed by that member.

A person becoming entitled to a share by reason of death, insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not, before being registered as a member in respect of it be entitled to exercise any right conferred by memberships in relation to meetings of the Company.

Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys, payable in respect of the Share until the requirements of the notice have been complied with.

40. The Company shall incur no liability whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by the legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of any person or persons having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and the Company shall not be bound or required to regard, or attend, or give effect to any notice which may be given to if of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so.

The provisions of these Articles in regard to transfers shall, mutatis mutandis apply to the transfers of or transmission by operation of law of the rights to the debentures of the Company.

CONVERSION OF SHARES INTO STOCK

41. The Company may by an ordinary resolution subject to the provisions of Sections 94 to 96 of the Act.
- a) Convert any paid-up shares into stock:
 - b) Re-convert any stock into paid-up shares of any denominations.
42. The holders of the stock may transfer the stock or any part thereof in the same manner and subject to the same regulations as, and subject to which, the shares from which the stock arose might previous to conversion have been transferred, or as near thereto as circumstances admit but, the Board of Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of stock below that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.
43. The holders shall, according to the amount of stock held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participating in the dividends and profits of the Company) and in the assets on winding up shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. Such of the regulations contained in these Articles as are applicable to paid up shares shall apply to stock and the words "share" and "shareholder" shall include "stock" and "stockholder" respectively.

44. Subject to the provisions of section 81 of the Act, the Company may from time to time by ordinary resolution increase the share capital by sum to be divided into shares of such amount and classes as the resolution shall prescribe.
45. Subject to any such rights or privileges for the time being attached to any issued shares, the new shares may be issued upon such terms and conditions and with such preferential, special or other rights and privileges annexed thereto, as may be permitted by the Act, and as the General Meeting resolving on creation thereof, or any other General Meeting of the Company, and in the absence of any direction of the General Meeting, as the Board shall direct, and in particular, such shares may be issued either at par or at a premium or subject to the provisions of Section 79 of the Act, at a discount.
46. Subject to the provisions of sub-section (1A) of Section 81 of the Act all new shares shall be offered to the holders of the equity shares in proportion to the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the share holder is entitled, and limiting the time not being less than fifteen days from the date of the offer within which the offer, if not accepted will be deemed to have been declined, and after the expiration of such time or on receipt of an intimation from the shareholder to whom such notice is given that he declines to accept the shares offered and the same shall be disposed of in such manner as the Board may determine;

Provided (subject to Section 81 of the Act) that the Board may, at its discretion allot such new shares or any portion of them to the vendor or vendor of any property being acquired by the Company in payment of the whole or any part of the purchase price of any such property or as remuneration for work done or service rendered to the Company.

- 1) Where at the time after the expiry of two years from the formation of the company or at any time after the expiry of one year from the allotment of shares in the company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the company by allotment of further shares either out of the unissued capital or out of the increased share capital then:
 - 1a) Such further shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the company, in proportion, as near as circumstances admit, to the capital paid up on those shares at the date.
 - 1b) Such offer shall be made by a notice specifying the number of shares offered and limiting a time not less than thirty days from the date of the offer and the offer if not accepted, will be deemed to have been declined.
 - 1c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favor of any other person and the notice referred to in sub clause (b) hereof shall contain a statement of this right. PROVIDED THAT the Directors may decline, without assigning any reason to allot any shares to any person in whose favor any member may, renounce the shares offered to him.

- 1d) After expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose off them in such manner and to such person(s) as they may think, in their sole discretion fit.
2. Notwithstanding anything, contained in sub-clause (1) thereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (1) hereof) in any manner whatsoever.
- 2a) If a special resolution to that effect is passed by the company in General Meeting, or Where no such special resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in the general meeting (including the casting vote, if any, of the chairman) by the members who, being entitled to do so, vote in person, or, where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied, on an application made by the Board of Directors in this behalf that the proposal is most beneficial to the company.
- 3 Nothing in sub-clause © of (1) hereof shall be deemed:
To extend the time within which the offer should be accepted; or
- 4 Nothing in this Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debenture issued or loans raised by the company:
- (i) To convert such debentures or loans into shares in the company; or
- (ii) To subscribe for shares in the company (whether such option is conferred in these Articles or otherwise)
- PROVIDED THAT the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:
- a) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf; and
- b) In the case of debentures or loans or other than debentures issued to or loans obtained from Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the company in General Meeting before the issue of the debentures or raising of the loans.
47. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the existing capital of the Company and shall be subject to the payment of dividends, calls and installments, transfers and transmission, forfeiture, lien, surrender and otherwise.
48. If, due to any inequality in the number of new shares to be issued and the number of shares held by members entitled to have the offer of such new shares, and difficulty arises in the apportionment of such new shares or any of them amongst the members,

such difficulty shall, in the absence of any direction in the resolution creating the shares by the Company in General Meeting, be determined by the Board.

49. Subject to Section 100 of the Act, the Company may from time to time by a special resolution reduce in any manner:
- a) Its share capital
 - b) Any capital redemption reserve fund; and/or
 - c) Any share premium account.

Excess Capital may be paid off upon the footing that it may be called up again.

ALTERATION OF CAPITAL

50. The Company may in General Meeting from time to time, increase the share capital by creation of new shares, such increase to be of such of appropriate amount to be divided into shares of such amount as the resolution shall prescribe.
51. The Company may by ordinary resolution in the General Meeting:
- a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - b) By sub-division of its existing shares or any of them divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum of Association, subject, however, to the provisions of the Act and that after such sub-division the proportion between the amount paid and the amount if any, unpaid on each reduced share shall be the same as it was in the case of the share from which reduced share is derived;
 - c) Cancel any shares, which, at the date of the passing of the resolution have not been taken or agreed to be taken by the any person and diminish the amount of its share capital by the amount of the shares so cancelled.
52. The resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of such shares shall have same preference or special advantage as regards dividend, capital, voting or otherwise or as compared with the others, subject nevertheless, to the provisions of Sections 85, 88 and 106 of the Act.
53. Subject to the provisions of Sections 77 and 100 of the Act, the Board may accept from any member the surrender on such terms and conditions as shall be agreed to of all or any of his shares.

VARIATION OF RIGHT OF SHAREHOLDERS

54. The Right and privileges if any, attached to different classes of shareholders for the time being (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 106 and 107 of the Act whether or not the Company is being wound up, be varied, modified committed, abrogated or

affected with the consent in writing of the holders of at least three fourths of the issued shares of that class, or with the sanction of a resolution passed at a separate General Meeting of the holders of not less than three fourths of these shares.

The Provisions contained in these Articles relating to General Meeting shall mutatis Mutandis apply to every such separate General Meeting and the necessary quorum shall be two persons at least holding or represented by a proxy one third of the issued shares of the class in question.

This article is not to be implied to curtail the power of modification which the company would have if this Article were committed and the provisions of Section 192 of the Act as to forwarding-a copy of any such agreement or resolution to the Registrar shall be applicable.

55. The right conferred upon the holders of the shares of any class issued with preferential or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *par passu* therewith.

BORROWING POWERS

56. Subject to the provisions of Sections 58A, 292, 293 and 370 of the Act, that Board may from time to time raise or borrow, from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the payment of the Company. Provided that the Directors shall not, without the sanction of the Company in General Meeting borrow any sum of money which together with monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceed the paid up capital of the Company and its free reserves.
57. Subject to Section 292 of the Act, the Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular, by the issue of bonds, perpetual or redeemable, debenture or debenture-stock, or by the creation of any mortgage charge or other security on the undertaking of the whole or any part of the property of the company (both present and future) including its uncalled capital for the time being.
 - 1) Subject to the provisions of the Act and Companies (Acceptance of Deposit) Rules, 1975 the Directors may receive deposits on such terms and bearing interest at such rate as the Directors may decide from time to time. The deposits may be received from any person or person including the Directors and the Shareholders of the Company.
 - 2) The Directors shall cause a proper register to be kept in accordance with the provisions of the Act or changes specifically affecting the property of the Company and shall duly comply with the requirements of the Act with regard to the registration of mortgages and charges. The register of charges kept in pursuance of the Act shall be open during business hours, subject to reasonable restrictions as the Company in General Meeting may impose so that not less than two hours in each day are allowed for such inspection to any creditor or member of the Company without fee and to any other person on payment of Re 1/- for each inspection at the Registered Office of the Company.

58. Any bonds, mortgages, debentures, debenture - stock, or other securities may be issued at a discount, premium, or otherwise or with any special privileges as to assignment redemption, surrender, drawing, allotment of shares (but not for voting thereat) and otherwise.

The debentures, debenture - stock, bonds or other securities conferring right to allotment or conversion into shares or the option to right to call or allotment of shares shall not be given except with the sanction of the Company in General Meeting. The Board may keep live redeemed debentures for the purpose of reissue and shall have the power either to reissue the debentures or issue other debentures in place of those redeemed as it may consider fit.

GENERAL MEETINGS

59. All General Meetings, other than the Annual General Meeting shall be called Extra-Ordinary General Meetings. Apart from any other meetings, the General Meetings of the Company, shall be held within such intervals as specified in Section 166(1) of the Act, and subject to the provisions of Section 166(2) of the Act at such places and times and as the Board may determine. Any other meeting of the Company shall, except in the case where an Extraordinary General Meeting is convened under the provisions of the following Article be called "General Meeting". Each such General Meeting shall be called as Annual General Meeting and shall be specified as such in the notice convening the meeting.
- 1) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an Extra-Ordinary General Meeting in the same manner, as nearly as possible, as that in which the Board may call a meeting.
60. A general meeting may be called by the Board whenever it thinks fit and it shall, on the requisition of such number of members as hold, as the date of the requisition, not less than one tenth of such of the paid up capital of the company as at the date of requisition carried the right of voting in regard to the matter to be considered at the meeting forthwith proceed to call an Extraordinary General Meeting and in the case of such requisition, the provisions of Section 169 of the Act shall be applicable
61. The requisition shall set out the matter for consideration, - for which the Meeting is to be called and shall be duly signed by all the requisitioners and deposited at the Registered Office of the Company. The requisition may consist of several documents in like form each signed by one or more requisitioners.
62. The Company shall comply with the provisions of Sections 188 of the Act as to notice of resolutions and circulations of the statement on the requisition of the members.
63. If the Board does not, within twenty one days from the date of deposit of requisition in regard to any matter, proceed, duly to call a meeting for the consideration of those matters on a day not less than forty five days from the date of deposit of requisition, the requisitioners or such of the requisitioners as represent either a majority in value of the paid up share capital held by all of them or not less than one tenth of such of the paid up share capital of the Company as at that date carries the right of voting in regard to that matter, may be themselves convene the Meeting in the matter in which such meetings are called, but no such meetings shall be convened or held after the expiration of three months from the date of the delivery of the requisition as aforesaid.

64. A Meeting duly convened before the expiry of three months as aforesaid may be adjourned to a future date after the expiry of that period.
65. Any meeting called under the above Article shall be convened in the same manner or as nearly as possible as that in which Meetings are the convened, by the Board and shall be held at the Registered Office of the Company.
66. Except as provided in such - section (2) of Section 171 of the Act not less than twenty one days, notice shall be given of every General Meeting and the notice shall specify the place, day and time of the Meeting and also shall contain a statement of the business to be transacted there at. If such business consists of "Special Business" there shall be annexed to the notice a statement complying with provisions of Section 1 73 (2) and (3) of the Act.

Notice of every meeting of the Company shall be given to every member and to the Auditors and to any other persons entitled to a share in consequence of the death or insolvency of member in any manner hereinafter authorised forgiving of such notice. However, where the notice of a General Meeting is given by way of advertisement in a newspaper circulated in the neighbourhood of the Registered Office of the Company, as required under Section 53 of the Act, the statement of material facts referred to in section 1 73(2) need not be annexed to the notice but it shall be mentioned in the advertisement that the statement has been forwarded to the members.

Any accidental omission to give such notice to any member or its non - receipt by any member or other persons to whom it should have been given shall not invalidate the proceedings of the Meeting.

A General Meeting may be convened by shorter notice than that specified above, if consent is accorded thereto, in the case of Annual General Meeting, by all the members entitled to vote there - at and in other cases by the members of the Company holding not less than 95% of such part of the paid up capital of the Company as gives a right to vote at the meeting.

- (1)(a) Every notice of meeting of the Company shall:
 - i) Specify the place, date and time of the meeting; and
 - ii) Contain a statement of the business to be transacted there at.
- b) The form of proxy shall be a 'two -way-proxy' as given in Schedule IX of the Companies Act, 1956, enabling the Shareholders to vote for/against any resolution.
- c) The Company shall, in the case of a resolution to be moved as a special resolution, duly specify in the notice calling the General Meeting or other intimation given to the members, of the intention to propose the resolution as a special resolution.
- d) The Company shall on compliance with Section 190,225,262 and 284 of the Act, give to its members notice of resolution requiring special notice at the same time and in the same manner as it gives notice of the meeting or it that is not practicable, shall give them notice thereof either by advertisement in a newspaper having circulation in the State in which the registered office is situate, not less than 21 days before the meeting.

e) Subject to the provisions of Section 225 and 284 of the Act, the receipt of representation, if any, made under Section 225 of the Act by a retiring Auditor or under Section 284 by a Director sought to be removed from office as a Director, must be stated in the notice of meeting given to the members of the Company, if the representations are received in time.

C) Documents to be annexed to the Notice

a) Where any items of business to be transacted at the meeting are deemed to be special in accordance with the provisions of the Act, a statement setting out all material facts concerning each such item of business, including in particular the nature and extent of the interest if any therein of every Director, shall be annexed to the notice of the meeting.

Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement mentioned above.

A copy of every balance sheet including the profit and loss account, the auditors report and every other document required by law to be annexed or attached, as the case may be, to the balance sheet which is to be laid before the Company in General Meeting, shall not be less than twenty one days before the date of the meeting, be sent to every member of the Company in accordance with the provisions of Section 219 (1) of the act.

A copy of the representations if any, made under Section 225 of the Act by a retiring auditor or under Section 284 of the Act by a Director sought to be removed from office, shall be sent to the members of the Company as provided for in Section 225 and 284 of the Act.

Subject to the provisions of Section 188 of the Act, member's resolution shall be circulated to the members of the Company entitled to receive notice of the Annual General Meeting.

The Company shall, duly keep and maintain at the Registers at the Registered Office in accordance with the provisions of the Act.

Where under any provisions of the Act, any person where a member of the Company or not entitled to inspect any register, return, certificates, deed, instrument or document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 11 a.m. to 1 p.m. on such business days as the Act requires them to be open for inspection.

The Company may, after giving not less than Thirty days previous notice by advertisement in some newspapers, circulating in the districts of the office, close the register of members, or the register of debenture-holders, as the case may be, of any period or periods not exceeding thirty days at any time.

PROCEEDINGS AT GENERAL MEETINGS

67. The ordinary business of an Annual General Meeting shall be to receive and consider Profit & Loss account, the Balance Sheet and the Report of the Directors and that of the Auditors, to elect the Directors in the place of those who retire by rotation, to appoint Auditors and to fix their remuneration and also to declare dividends. All the other business transacted at an Annual General Meeting shall be deemed to be special business.

68. Five members present at the Meeting in person shall be the quorum for General Meeting. No business shall be transacted at any General Meeting unless the requisite number of members sufficient to constitute quorum are present at the time when the Meeting proceeds to business.
70. If within half an hour of the time appointed for holding a Meeting the requisite of number of members sufficient to constitute quorum are not present, the Meeting shall be dissolved. In any other case the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other later day, time and place as the Board may determine. If at the adjourned Meeting also the requisite quorum is not present within half an hour from the scheduled time of holding the Meeting, the members present shall form the quorum.
71. The Chairman of the Board of Directors or in his absence, the Managing Director shall preside over every General Meeting as Chairman. If at any time, no such Chairman or Managing Director is present to chair the Meeting within fifteen minutes after the time appointed for holding of the Meeting or if either of them is unwilling, the Directors present shall choose one of the Directors to be Chairman of the Meeting or if no Director is present or if the Directors present at the Meeting decline to chair the Meeting the members present shall elect one of themselves as chairman of the Meeting.
72. Every question submitted to a Meeting shall be decided by a show of hands or by a poll if so demanded by any five members entitled to vote and are present in person or proxy. In the case of an equality of votes the Chairman shall both on show of hands and at the poll have a casting vote in addition to the votes to which he may be entitled to as a member.
73. At any General Meeting unless a poll is demanded by at least five members present in person or by proxy and entitled to vote, a declaration by the chairman of a resolution having been carried or carried by a particular majority and entry to that effect in the books containing the minutes of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes given for or against such resolution.
74. The chairman of the meeting may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting adjourn the meeting, from time to time and from place to place but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place unless due notice is given thereby.
 - 1) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at adjourned meeting.
 - 2) Where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all-purpose, be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

74. If a poll is demanded as aforementioned, it shall be taken forthwith on the question of adjournment or election of Chairman and in either case in such manner and at such time, not being later than forty eight hours from the time when the demand was made and at such place as the Chairman may direct, either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the decision of the Meeting on the resolution on which the poll was demanded.
- I) When a poll is to be taken, the Chairman shall appoint one or more scrutinizers of whom one shall be a member (not being an employee of the Company) present at the Meeting provided that such a member is willing to be appointed to scrutinized the votes in the poll and report to him thereon. The Chairman shall have power, at any time before the declaration of the results of the poll, to remove a scrutinizer from office and to fill the vacancy arising from such removal.
 - II) In a poll, a member entitled to more than one vote or his proxy or other person who is entitled to vote for him, need not, if he votes, use all his votes or cast the same way all the votes he uses.
 - III) The demand of a poll shall not preclude the continuation of a Meeting for the transaction or any business other than the question on which the poll has been demanded.
 - IV) The demand of a poll may be withdrawn at any time before the poll is taken.
75. Subject to the provisions of the Act, the Chairman shall have the power to regulate the manner in which a poll shall be taken and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
76. No objection shall be made to the validity of any vote whether given personally or by proxy or by attorney except at the Meeting or poll at which such vote shall be tendered and every vote, whether given personally, or by proxy or by attorney, to which no objection shall be made at such Meeting or poll, shall be deemed valid for all purposes of such Meeting or poll whatsoever.

VOTES OF MEMBERS

77. Subject to the provisions of these Articles and without prejudice to and special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every member, not disqualified by Article 88 shall be entitled to be present, and to speak and vote at such meeting and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company. Provided however, if any preference shareholder to be present at any meeting of the company, save as provided in clause (b.) of Sub-section (2) of Section 87 of the Act, he shall have a right to vote only on resolutions placed before the meeting which directly affect the rights attached to his preference shares.
- (1) Voting rights shall be exercised in accordance with the provisions of Section 2,87,88,92,117,178,179,180,182,183,184 and 185 of the Act or any statutory modification thereof and Regulation@ hereunder read with Section 181 of the Act.

78. No company or body corporate being a member of the Company shall vote by proxy unless a resolution of its Board of Directors under the provisions of Section 187 of the Act is in force and the representative named in such resolution is present at the Meeting at which the vote by proxy is tendered.

A person duly appointed by a resolution as aforesaid under Section 187 of the Act, shall not by reason of such appointment be deemed to be a proxy and the lodging with the Company at the office or production at the Meeting of a copy of such a resolution duly signed by one Director of such member company and certified by him as being a true copy of the resolution shall, on production at the Meeting, be accepted by the Company as sufficient evidence of the validity of his appointment and such a person shall be entitled to exercise the same rights and powers including the right to vote by proxy on behalf of the member Company he represents, as that member Company could exercise if it were an individual member

79. If any member be lunatic, idiot or a non-composmentis, he may vote whether on a show of hands or on a poll by his committee, curator bonis or other legal curator and such last mentioned person may give his vote by proxy provided that forty eight hours at least before the time of holding the Meeting or adjourned Meeting as the case may be, at which any person proposes to vote he shall satisfy the Board of his right under the Transmission Article to transfer the shares in respect of which he proposes to exercise his right under this Article, unless the Board shall have previously admitted his right to vote at such Meeting in respect thereof.

80. Where there are joint Registered Holders of any share, any one of such persons may vote at any Meeting either personally or by proxy in respect of such share as if he were solely entitled there to; and if more than one of such joint-holders be present at any Meeting either personally or by proxy or attorney, that one of the said persons whose name stands prior in the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof.

Provided that Joint-holder present at any Meeting personally shall be entitled to vote in preference to a Joint-Holder represented by a proxy. Every executors or administrators of the deceased member in whose name shares stand shall for the purpose of this Article be deemed Joint-Holders of such shares.

81. An instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if such appointer or his attorney is a body corporate be under the common seal or the hand of its officer or attorney duly constituted. A proxy who is appointed for a specific Meeting only shall be called a Special Proxy and any other proxy shall be called General Proxy.

82. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power of authority, shall be deposited at the office not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. Provided that the Directors shall have power to waive this rule in any case should they, in the interest of the Company, think it desirable to do so.

83. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument or transfer of the share shall have been received by the Company at the office before the vote is given; provided nevertheless that the chairman of any Meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.
- 83(1) Every member entitled to vote at a meeting of the company or on any resolution to be moved there at shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and the ending with the conclusion of the meeting to inspect the proxies lodged at any time during the business hours of the Company. Provided not less than three days notice in writing of the intention so to inspect is given to the Company.
84. Every instrument of proxy, whether for a specific meeting or otherwise shall as nearly as circumstances will permit, be in either of the forms set out in schedule IX of the Act.
85. No member shall be entitled to exercise any voting rights either personally or by a proxy at any Meeting of the Company in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the company has exercised any right of lien.

DIRECTORS

86. Until otherwise determined by General Meeting of the company and subject to the provisions of Section 259 of the Act, the number of Directors (including Debenture Alternate, Special Co-opted, Nominated, Additional, Executive and Finance Director) shall not be less than three and not more than twelve. The first directors of the Company are
- 1. M. RAVEENDRA**
 - 2. Mrs. M. NAGA PADMA**
 - 3. Mrs. K. CHITRA**
- 1) The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in getting the Company registered and may exercise all such powers of the Company and to do all acts and things as are not restricted by the Act or by these Articles required to be exercised by the Company in general meeting subject nevertheless to these Articles, to the provisions of the Act and to such regulations not inconsistent therewith and duly made there under, including regulations made by the Company in General Meeting. Nothing shall invalidate any prior act of the Directors, which would have been valid if that regulation had not been made.
Only an individual and not a body corporate, association, or firm shall be appointed Director of the Company.
- 2) Subject to the provisions of Section 252,255 and 259 of the Act, the Company may in the General Meeting reduce the number of directors fixed by regulation 33(a).
87. Wherever Directors enter into a contract, with any Government, Central, State or Local, any bank or financial institution or any person (hereinafter referred to as -the

appointer-) for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or entering into any other arrangement whatsoever, the Directors shall have subject to section 255 of the power to agree that such appointer shall have the right to appoint or nominate in writing addressed to company one or more directors of the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacantly, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and traveling expenses to such Director or directors as may be agreed by the Company with the appointer.

88. If and when the Company shall issue debentures, the holders of such debentures, or if and when the company shall create a mortgage on any property, the mortgagee or mortgagees to whom such property shall be mortgaged may have the right to appoint and nominate and from time to time remove and reappoint a Director or Directors, in accordance with the provisions of the Trust Deed securing the said debentures or the deed relating such mortgage etc., as the case may be. A director so appointed under this article hereinafter referred to as "The Debenture Director" and that Director shall have all the rights and privileges of an ordinary Director of the Company except in so far as otherwise provided herein or by the Trust Deed securing the debentures or the deed creating the mortgages, as the case may be.
89. The continuing Directors of the Board may act notwithstanding any vacancy in the Board so that if the number falls below the minimum fixed, the Directors shall not, except for the purpose of filling vacancies act so long as the number is below the minimum.
90. Any casual vacancy occurring in the Board of Directors may be filled up by the Board, but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.
91. Any person whether a member of the Company or not may be appointed a Director of the Company and no qualification by way of shareholding shall be required of any Director.
92. Unless otherwise determined by the Company in a General Meeting each director other than a Managing director or a whole time director shall be entitled to receive out of the funds of the company for his services in attending the meetings of the Board or a committee of the Board, a fee not exceeding the limits specified under section 310 and 640B read with rule 10B of Companies General Rules and Forms as altered from time to time. All other remuneration, if any, payable by the Company to each Director, whether in respect of his service as a managing director or a director in the whole or part time employment shall be determined in accordance with and subject to the provisions of these Articles and the act. The directors shall be entitled to be paid their reasonable travelling, hotel and other expenses incurred in connection with their

attending the Board and Committee Meeting or otherwise incurred in the execution of their duties as Directors.

93. If any Director, who is willing and is called upon to perform extra services or make any special exertions in going or residing away from office/main place of business for any of the purposes of the Company or in giving special attention to the business of the company or as a member of the company or as a member of the committee of the Board then, subject to sections 198, 309, 310 and 314 the Board may remunerate the Director either by a fixed sum of money or by a percentage of profits or otherwise and such remuneration may be in addition to or in substitution for any other remuneration he is entitled to.
94. The office of the Director shall ipso facto become vacant in the circumstances set out in Section 283 of the Act.
95. No Director or other person referred into in Section 314 may be appointed to or hold any office of place of profit under the Company or under any subsidiary of the Company except in accordance with the provisions of Section 314 of the Act.
96. A Director who is in any way, whether directly or indirectly concerned or interested in a contract or arrangement entered into or to be entered into or on behalf of the company not being contract or arrangement entered into or to entered into between the Company and any other Company where such Director or two or more of them together holds/hold not more than two percent of the paid up share capital in the other Company shall disclose the nature of his concern or interest at Meeting of the Board as required by Section 299 of the Act. A general notice informing that he a Director or a member of any specified body corporate or firm and is to be regarded as such in any subsequent contract or arrangement with that body corporate or firm shall be sufficient disclosure as contemplated above and it shall not be necessary to give special notice relating to any particular contract or arrangement with such body corporate or firm provided such general notice is given at Meeting of the Board of Directors or the Director concerned takes reasonable steps to secure that it is brought up and read at the first Meeting of the Board after the notice is given. He shall be bound to give from time to time and / or renew the notice as aforesaid in the last month of each financial year of the Company in respect of all bodies corporate of which he is a director or member and of all firms of which he is a partner.

ROTATION OF DIRECTORS

- 97.a) Not less than two thirds of the total number of Directors shall be persons whose period of office is liable to determination by retirement of Directors by rotation.
 - b) At every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three then the number closest to one third shall retire from office.
98. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as amongst persons who become Directors on the same day, those who are to retire shall in default of and subject to any agreement among themselves be determined by Lots A retiring Director shall be eligible for re-election.

99. At the Annual General Meeting at which a Director retires as aforementioned, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
100. If the place of the retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned to the same day in the next week at the same time and place of or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place. If, at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless:
- I) At the meeting or at the previous meeting a resolution for the appointment of such Director has been put at the meeting to vote and lost; or
 - II) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so recommended or re-appointed; or
 - III) A resolution whether special or ordinary is required for his appointment or re-appointment under any of the provisions of the Act.
101. The Company may, subject to the provisions of Section 284 of the Act, by an ordinary resolution pursuant to a special notice in that regard, remove any director before the expiry of his period of office. The Company may also, by an ordinary resolution, after a special notice in that regard, appoint another person in the place of the Director so removed, if such a Director has been appointed by the Company in General Meeting or by the Board. The Director so appointed shall hold office until such time up to which the original Director who was removed would have held office had he not been removed.
102. If any Director appointed by the Company in a General Meeting vacates before his term of office had expired in the normal course, the casual vacancy so arising may be filled up by the Board at any of its meeting, but any person, so appointed shall retain his office so long only as the vacating director would have retained the same. Provided that the Board may not fill such vacancy by appointing any person who had been removed from the office of Director under the previous Article.
103. A person not being a retiring Director shall be eligible for appointment as Director at any General Meeting unless he or some member intending to propose him as Director, not less than fourteen days before the Meeting, left at the office a notice in writing in his hand signifying his candidature for the office of Director or the intention of such member to propose him as a candidate for that office as the case may be. The Company shall inform its members of the candidature of person for the office the case may be. The Company shall inform its members of the candidature of person for the office by serving individual notices on the members not less than seven days before such General Meeting.

Provided that it shall not be necessary for the Company to serve individual notices as aforementioned if the Company advertises such candidature or intention not less than seven days before the General Meeting in at least two newspapers circulating in the place where the office is situated, of which one is published in English language and the other in the Regional language of that place.

PROCEEDINGS OF THE DIRECTORS

104. The Directors shall meet together at least once in every three months and at least four such meetings shall be held every year for the dispatch of business. They may adjourn or otherwise regulate their meetings and proceedings as they think fit. Notice of every meeting of the Board shall be given in writing to every Director for the time being in India, and his usual address in India to every other Director. Questions arising at any meeting shall be determined by a majority of votes of the Directors present and in case of any equality of votes, the Chairman shall have a second or casting vote except at the re-election of a Chairman of the Directors. Unless otherwise determined from time to time and at any time by the consent of the Directors for the time being in India, meetings of the Board shall take place at the Registered Office of the Company.
105. The Chairman or the Managing Director at any time and the Secretary shall upon the request of the Chairman or the Managing Director or any two Directors may at any time convene a meeting of the Board.
106. The Chairman of the Board shall be elected by the Board of Directors from among their numbers, The Chairman shall, subject to the provisions of the Act, be paid such remuneration as the Board may from time to time determine. The Directors shall determine the period for which he is to hold office. If no such Chairman be elected or if, at any meeting, the Chairman be not present within fifteen minutes of the appointed time for holding the same, the Director present shall choose one of their number to be a Chairman of such meeting.
107. The quorum for a meeting of the Board of Directors shall be one third of its total strength as defined in Section 287 of the Act, or two Directors, which ever is higher, provided that where at any time the number of Directors who are disqualified from voting by reason of any other provisions of these Articles and Section 300 of the Act exceeds or is equal to 'two third of the said total strength, the number of the remaining Directors, that is to say, the number or Directors who are not interested, present at the meeting being not less than two shall be the quorum during such time. If quorum shall not be present within fifteen minutes from the time appointed for holding a meeting of the Board, the meeting shall be adjourned until such time and date as the chairman shall appoint.
108. A meeting of the Board at which a quorum be present shall be competent to exercise all or any of the authorities, powers and discretions by and under these Articles or the Act for the time being fixed in or exercisable by the Board.
109. The Board may, subject to the provision of the Act, from time to time and at any time delegate any of its power to a committee consisting of such Directors as it thinks fit, and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may from time to time be made by the Board. All acts done by any such committee in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.
110. The proceedings at any meetings of any such Committee shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not superceded by any regulations made by the Board under the Proceedings Article.

111. All acts done by any meeting of the Board of Directors or by a committee of Directors or by any person acting as a Director shall notwithstanding any vacancy in the Board or Committee or that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that any of them were disqualified, be valid as if no such vacancy had occurred and other such person had been duly appointed and was qualified to be a Director. Nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
112. Save in such cases where a resolution is required under Sections 262, 292, 297, 316, 372, (5) and 386 of the Act, to be passed at a meeting of the Board or Committee of the Board, as the case may be a resolution shall be as valid and effective as if it had been passed at a meeting of the Board or Committee, as the case may be, duly called and constituted, if the draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors or to all the members of the Committee of the Board as the case may be, then in India (not being less in number than the quorum fixed for meeting of the Board or Committee as the case may be) and to all other Directors or members of the Committee at their usual address in India, and has been approved by such of them as are then in India or by a majority of such of them as are entitled to vote on the resolution by affixing thereto signature in full.

MINUTES

- 113.a) The Company shall, in accordance with the provisions of Section 193 of the Act, cause minutes to be kept by making within thirty days of the conclusion of every General Meeting and of every meeting of the Board or Committee, entries thereof in books provided for the purpose with their pages consecutively numbered, each page of every such book being dated and signed, in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the Chairman of the said meeting, or the Chairman of the next succeeding meeting, and in the case of minutes of the proceedings of the General Meeting, by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or disability of that chairman within that period, by a Director duly authorised by the Board for the purpose, provided that in no case shall the minutes of the proceedings of a meeting be attached to any such books as aforesaid by pasting or otherwise.
- b) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat. Provided that no matter need be included in any such minutes which in the opinion of the Chairman of the meeting is, or could reasonably be regarded as defamatory of any person or is irrelevant or immaterial of the proceedings or it is detrimental to the interests of the company.
- 114.a) In the case of a meeting of the Board or Committee of the Board the minutes shall contain particulars of the names of the Directors present at each meeting of the Board / Committee and in the case of each resolution passed at the meeting the names of the directors if any dissenting from or not concurring with the resolution. The minutes shall also contain particulars of all appointment of officers made at any of the meetings.
- b) Minutes kept in the manner provided alone shall be evidence of the proceedings recorded therein.

- c) The minutes books of the General Meeting of the Company shall be kept at the office and shall be open to inspection by all members during the office hours on such business days as the Act requires them to be kept open for inspection.

POWERS OF THE BOARD

- 115. The Board of Directors shall be entitled to exercise all such powers and to do all such acts and things as Company is authorised to exercise and do. Provided that the Board shall not exercise any power or do act or thing which is directed or required by the Act or any other provisions of Law or by the Memorandum of Association or by these Articles, to be exercised by the Company in a General Meeting provided further that in exercising any such power or doing any such act or any other statute or the Memorandum or Articles of the company or in any regulations not inconsistent with any duly made there under including any regulations by made by the Company in a General Meeting. No regulation made by the Company in a General Meeting shall invalidate any prior act of the Board, which would have been valid, if that regulation had not been made.
 - a) The Board of Directors shall have the power, at any time and from time to time, to appoint any person as additional Director in addition to the existing Directors but so that the total number of Directors shall not exceed the limits fixed by these Articles. Any Director, so appointed shall hold office only till the next Annual General Meeting but shall be eligible there for election as Director.
 - b) Subject to applicable provisions of the Act, the Board of Directors may, from time to time, appoint one or more of them to the office of Managing Director & also to the office of Whole Time Director(s) on such terms and conditions and at such remuneration as the Board may think fit.
 - c) Subject to the provisions of Section 313 of the Act, the Board may appoint any person to be an alternate Director to act for a Director (hereinafter in this Article called the original Director) during his absence for a period not less than three months from the State in which meeting of the Board are ordinarily held, but such alternate Directors shall, ipso facto, vacate office if and when the original Director returns to the State in which the meetings of the Board are ordinarily held, subject to Section 313 of the Act.
- 116. The Board shall, without prejudice to the general powers conferred under the previous Article and without prejudice to the other powers conferred by these Articles have the following powers that is to say power to carry out all or any to the objects set forth in the Memorandum of Association and do the following things.
 - (a)(i) To appoint and at its pleasure remove or suspend such officers, Departmental Managers, clerks and servants, either for permanent, temporary or special services as it may deem fit for carrying on the business of the company from time to time and may also determine the duties and powers of such officers, clerks, servants and fix the amount of their salaries, and pay the same out of the funds of the company and to require security in such instances and to such amount as it thinks fit.

Subject to the restrictions contained in Section 292 of the Act, the Board may delegate any of their powers to committees of the Board consisting of such member or members of its body, as it thinks fit. Every Committee of the Board so formed shall in exercise of the powers so delegated conform to any regulations that may, from time to

time, be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

- (a)(ii) Save in those cases where a resolution is required by the provisions of the Act to be passed at a meeting of the Board, no resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of the Committee, then in India (not being less in number than the quorum fixed for meeting of the Board or Committee, as the case may be) and to all other Directors or members of the Committee, at their usual address in India, and has been approved by such of them in India or by a majority of such of them as are entitled to vote on the resolution.
- b) To appoint any Company, firm or person by power of Attorney to be the Attorney or Attorney of the Company for such purposes, authorities and discretions not exceeding those fixed in or exercisable by the Board under these Articles and with such powers and for such period and subject to such conditions as it may deem fit, and by any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
- c) To remunerate any person for rendering services to the Company, whether in its regular employment or not, in such manner as they may deem fit, whether by cash, salary or shares or debentures or commission or sharing of profits either in any particular transaction or generally or by way of percentage or wages or salaries or in any other manner or method.
- d) To sell for cash on credit and either wholesale or in retail and for ready or future delivery and realise the proceeds of sale of property, movable or immovable or any rights or privileges belonging to the Company, or in which the Company is interested or over which the company may have any such power of disposal and to exchange any such property or rights belonging to the company for other property or rights.
- e) To determine from time to time as to who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsement of cheque, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose.
- f) To institute, conduct, defend, compound or abandon any actions, suits and legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and or any claims or demands by or against the company or compromise or submit to arbitration the same actions, suits and legal proceedings and observe and perform the awards. It may also intervene in any other proceedings in which the Company may be interested. They may also appoint solicitors, advocates, counsel and other legal advisers for such purposes or for any other purposes and settle and pay their remuneration.

- g) To engage and in their discretion remove, suspend, dismiss and remunerate bankers, legal advisers, accounts, managers, cashiers, clerks, agents, commission agents, dealers, brokers, foremen, servants, employees of other description and to employ or remunerate such professional, technical or skilled assistants as from time to time may in their opinion be necessary or advisable in the interests of the Company and upon such terms as the duration of employment, remuneration or otherwise and may require security in such instances and such matters as the Directors may think fit.
- h) To purchase or otherwise acquire for the Company any property rights or privileges which the company is authorised to acquire at such price and generally on such terms and conditions, and so such considerations, as they may think fit.
- i) At their discretion to pay for any property, rights, privileges acquired by or service rendered to the Company either wholly or partially in cash or in shares (subject to section 81 of the Act) bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as paid up there on as may be agreed upon; and any such bonds, debentures, or other securities may be either specifically charged upon all or any part of property of the company and its uncalled capital or not so charged.
- j) To secure the fulfillment of any contracts, agreements or engagements entered into by the company by mortgage or charge all or any of the property of the company and its unpaid capital for the time being or in such other manner as they may think fit.
- k) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the company or in which it is interested or for any other purposes and to execute and do all such deeds, documents and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustees.
- l) To pay all monies due by the Company and to look after the finance of the Company including opening of current account, time deposit account or other accounts with a banker or bankers of their choice, and to operate such accounts and also to overdraw or take loans in such account on the security of the Company or any of its assets subject to Section 293 of the Act. It may also borrow from time to time sums of money for the purposes of the Company upon such terms as may be expedient with or without security, subject of course, to Section 293 of the Act. Subject to the provisions of the Act, to invest and deal with any of the moneys of the company not immediately required for the purposes thereof upon such manner as they may think fit, and from to time vary or realise such investments.
- m) Subject to section 291 of the Act, to sell the business or undertaking of the company, or any part thereof, including any shares, stocks, bonds, debentures, mortgages, or other obligations or securities or any or either of them, patents, trademarks, trade names, copy rights, licenses, or authorities or estate rights, property, privileges, assets of any kind.
- n) To draw, accept, endorse, discount, negotiate and discharge on behalf of the company all bills of exchange, promissory notes, cheque, hundies, drafts, railway receipts, dock warrants, delivery orders, government promissory notes, other government instruments, bonds, debentures or debenture stock of corporations, local bodies, port trusts, improvement trusts or other corporate bodies and execute transfer deeds for transferring stocks, shares or stock certificate of the Government or other local or corporate bodies in connection with any business or any subject of the Company.

- n)(i) The Board of Directors shall have the power to open bank accounts, to sign cheque on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies, bills or may authorise any other such person or persons to exercise such powers.
 - o) To make or receive advances of money, goods, machinery, plant and other things by way of sale, mortgage, hypothecation, lien, pledge, deposit or otherwise in such manner and on such terms as the Directors deem fit.
 - p) To make all manner of insurance.
 - q) To establish, maintain or produce the establishment and maintenance of any non contributory or contributory pension or superannuation funds for the benefit of employees, and give or procure donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment of the Company or of any company which is the subsidiary of the company and establish and subsidise or subscribe to any institutions, associations, clubs, or funds, calculated to be for the benefit of or to advance the interest and well being of the company or of any such persons as aforesaid, and to make payments for all towards insurance of any such persons as aforesaid. The directors may also subject to the provisions of section 293 (1) (e) and 293 of the Act subscribe or guarantee money for any charitable or benevolent objects or for any exhibitions or for any public, general or useful object and do any of the matters aforesaid. To set aside portion of the profits of the company to form a fund to provide for pensions, benefits, gratuities or compensation or subject to the provisions of Section 417, and 418 of the act, to create any provident or benefit fund in such or any other manner as the Board may deem fit. It may make and alter Rules and Regulations concerning the time and manner of payment of the contributions of the employees accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to working and management of the said fund as the Board may from time to time think fit.
 - r) To exercise any other powers aforesaid by the Act and not referred to in these Articles specifically including varying and repealing byelaws for the regulation of the business of the company, its officers and servants.
 - s) To execute in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the company such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
117. Subject to the provisions of the Act, the following regulations shall have effect:
- l) The Board may, from time to time, provide for management of the affairs of the Company either in different parts of the union of India or elsewhere in such manner as they think fit and in particular to establish branch offices, to appoint any person to be attorneys or agents' of the company with such powers (including power to sub-delegate) and upon such terms as they think fit.

- II) Subject to the provisions of the Act and these Articles, delegate the powers; authorities and discretions vested in the Directors to any person, firm, company or fluctuating body of persons as aforesaid.
- III) The company may exercise the powers conferred by Section 50 of the Act to having an official Seal for use abroad and such power shall be vested in the Board, and the Company may cause to be kept in the State or Court., outside India, as may be permitted by the Act, a Foreign Register of Members or Debenture holders resident in any State or Country and the Board may from time to time, make such Foreign Register, such regulations not being inconsistent with the provisions of Sections 157 and 158 of the Act and the Board may from time to time make such provisions as It may/think fit relating thereto and may comply with the requirements of local law and shall in any case comply with the provisions of Section 157 and 158 of the Act.

The Board of Directors shall comply with all provisions of corporate governance as applicable and as may be required by the Securities and Exchange Board of India and/or Exchanges, including the constitution of audit committees, investors grievance committees, etc.

MANAGING OR WHOLETIME DIRECTOR

- 118. Subject to the provisions of the Act and these Articles, the Company shall have power to appoint from time to time any one of its nominees as the Managing Director and / or whole time Director of the Company.
- 119. The Managing Director shall not while he continues to hold that office be required to retire by rotation nor shall be required to hold any qualification shares. If he ceases to hold the office of Director, he shall ipso facto and immediately cease to be a Managing Director.
- 120. The Management of the day-to-day affairs of the Company shall vest with the Managing Director who shall discharge his duties under the general superintendence and control of the Board of Directors. He shall be the Chief Executive of the Company and all other full time Directors, if any, and Executive and functionaries shall have powers to appoint all Managers / Officers / consultants and other personnel required for the effective functioning of the Company, to make all purchases required for the efficient functioning of the industry.
- 121. The first Managing Director of the company shall be elected by the Board of Directors. The appointment shall be subject to the approval of the Central Government and shall be ratified in a General Meeting.

The office of a Director shall be vacated:

- (a) On the happening of any of the conditions provided for in section 283 of the Act or any statutory modification thereof.
- (b) On the contravention of the provision of Section 314 of the Act or any statutory modification thereon.
- (c) If a person is a Director of more than twenty Companies at a time

- (d) If he is disqualified under section 274 of the Act or any statutory modification thereof.
- (e) In case of alternate Directors, on return of the original Director, to the State, under the provisions of Section 313 of the Act or any statutory modification thereof.
- (f) On resignation of his office by notice in writing.

SECRETARY

122. The Board may, from time to time appoint any individual possessing the qualifications prescribed by the appropriate authority as a Secretary of the Company on such terms and conditions as it may determine and from time to time (subject to the terms of the contract between him and the company) terminate or remove him from the office and appoint another person in his place. The Secretary shall exercise such powers and carry out such duties as the Board may from time to time determine.

THE SEAL

123. The Board shall provide a common seal for the purposes of the Company and may, from time to time, destroy the seal and substitute a new seal in lieu thereof and shall provide for the safe custody of the seal for the time being. The seal of the Company shall not be affixed to any instrument except .by the authority of a resolution of the Board and in the presence of two Directors / or one Director and the Secretary or one Director and such other person as the Board may appoint who shall attest the seal thereof. Any instrument bearing the seal of the Company and issued for a valuable consideration shall be binding on the company not withstanding any irregularities touching the authority of the Board to issue the same.

ANNUAL RETURNS

124. The Company shall comply with the provisions of Sections 159 to 161 of the Act as to the making of Annual Returns.

DIVIDEND

125. The Company in Annual General Meeting may declare dividends but no dividends shall exceed the amount recommended by the directors. However, the company in the Annual General Meeting may declare a smaller dividend. No dividend shall be paid otherwise than out of the profits of the year or any other undistributed profits. All dividends shall be paid subject to Section 205 of the Act and shall fix the time for payment. No dividend shall bear interest against the company.
126. Subject to the rights of members entitled to share (if any) with preferential or special rights attached thereto as to dividends, all dividends shall be paid according to the amount paid upon the shares. No amount paid up on a share in advance of call shall, while carrying interests be treated for the purposes of this Article as paid on the share.
- 127.a) The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

- b) The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the Company on account at the same time as the dividend and the shares of the Company.
128. In any General Meeting declaring dividend the Company may make a call on the members of such amount as the Meeting fixes but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may be set off against the call.
129. A mere transfer of shares shall not pass the rights to any dividend declared thereon unless the transfer has been registered by the Company.
130. If several persons are registered as Joint-holders of any shares, anyone of them may give effectual receipt for any dividend, bonuses or any other payments on the share.
131. Notice of any dividend which may have been declared shall be given to the persons entitled to share therein in the manner hereinafter mentioned and all dividends unclaimed till the claim thereto becomes barred by law shall be dealt within accordance with the provisions of the Act and may be forfeited by the Directors for the benefit of the company. The Directors may, however, at any time annul such forfeiture and pay any such dividend.
132. Unless otherwise directed in accordance with Section 205 (5) (b) of the Act, any dividend, Interest or other monies payable in cash in respect of a share may be paid by cheque or warrant sent through post to the registered address of the holder or in the case of joint-holders, to the registered of any one of the joint-holding or to such person and such address as the holder / joint holder as the case may be direct, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

Unless otherwise directed in accordance with Section 206 of the Act, any dividend, interest or other moneys payable in cash in respect of a share may be paid by wire transfer to the bank account of the holder/joint holder or by cheque or warrant sent through the post to the registered address of the holder or, in the case of joint-holders, to the registered address of that one of the joint-holders who is the first named in the Register in respect of the joint holding or to such person and such address as the holder or joint-holders, as the case may be, may direct, and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

- (1) Where the company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in that behalf in any scheduled bank called "Unpaid Dividend Account of Tanla Solutions Limited" and transfer to the said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Investor Education & Protection Fund Claim to any money so transferred to the said fund be preferred to the shareholders.

- 133.a) The Directors may, before recommending any dividend, shall set aside out of the profit of the company such sums as they may think proper as a reserve, which shall, at the discretion of the directors be applicable for repayment of debentures, debts or other liabilities of the Company to meet contingencies or for equalizing dividends or for any other purpose to which the profits of the Company may be properly applied and pending such application may, at their discretion either be employed in the business of the company or be invested in such investment (other than the shares of the Company) as the Directors may from time to time think fit and from time to time deal with every such investment and dispose of all or any part thereof for the benefits of the Company.
- b) The Board may also, before recommending any dividend, set apart any or such portion of the profits of the Company as they think fit as a depreciation reserve to be applied at the discretion of the Board for providing against any depreciation in the fixed assets of the company or for the re-building, restoring, replacing or altering any part of the building, work, plant, machinery or other property of the Company destroyed or damaged by fire, flood, storm, tempest, accident, riot, wear and tear or other means and for repairing, altering and keeping in good condition the property of the Company or for extending and enlarging the building, machinery and property of the Company with full power to employ the assets acquired out of such depreciation reserve in the business of the Company without being bound to keep the same separate from the other assets.
134. All monies carried to the Reserve and Depreciation Reserve shall nevertheless remain-and be the profits of the Company subject to setting off any loss suffered and depreciation for the payment of the dividends and such monies and all the other monies of the company not immediately required for the purposes of the company (subject to Section 49 and 372 of the Act) be invested by the Board in or upon such investments or securities as they may select or may be used as working capital or may be kept in any bank or deposit or otherwise as the Board may from time to time think proper.
135. The company, in any General Meeting may, upon the recommendation of the Board, at any time or from time to time, pass a resolution that any monies, investments or other assets forming part of the undivided profits of the Company standing to the credit of the reserves or any Capital Redemption Reserve Account, or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of Share premium Account be capitalized and distributed amongst such of the share holders as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such share holders in paying up in full any unissued shares, debentures or debenture stock of the Company which shall be deposited accordingly or in or towards payment of the uncalled liability on any issued shares or debenture and that such distribution or payment shall be accepted by such share holders in full satisfaction of their interests in the said capitalized sum. Provided that any sum standing to the credit of a Share Capital Account and Capital Redemption Reserve Account may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

136. A General Meeting may resolve that any surplus money arising from the realization of any capital assets of the Company or any investment representing the same, or any other undistributed profits of the Company not subject to charge for income-tax distributed amongst the members on the footing that they receive the same as capital.
137. The Board in order to give effect to any resolution under the preceding Articles, settle any difficulty that may arise as to distribution as it thinks expedient and may issue fractional certificates, and fix the value for distribution of any specific assets, determine that cash payments shall be made to any member upon the footing of the value so fixed in order to adjust the right of parties and vest such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalized fund as may seem expedient. Where required, a contract shall also be filled in accordance with Section 75 of the Act and the Board may appoint any person to sign any contract thereby required on behalf of the persons entitled to the dividend and such appointment shall be effective.

No unclaimed or unpaid dividend shall be forfeited by the Board unless the claim thereto becomes barred by law.

BALANCE SHEET AND ACCOUNTS

138. The Board shall cause to be kept proper books of accounts with respect to the following at the registered office of the Company or at such other place as the Board considers necessary:
- a) All sums of money received and expended by the company and the matters in respect of which the receipt and expenditure took place.
 - b) All sales and purchases of goods by the Company.
 - c) The assets and liabilities of the Company.
139. The Books of account shall be open to inspection by any Director during business hours.
140. At every Annual General Meeting of the company held, the Board of Directors shall lay before the company a Balance Sheet as at the end of the period specified in Section 210 of the Act and profit and loss account for that period.
The Balance Sheet shall be in the form set out in part 1 of Schedule VI or as near thereto as circumstances admit and the Profit and Loss account shall comply with the requirements of Part II of Schedule VI to the Act.
The Board of Directors shall lay before each Annual General Meeting, Profit and Loss Account and Balance Sheet for the financial year of the Company and Balance Sheet made up to the end of the period specified in Section 210 of the Act and audited by a qualified auditor under the provisions of the Act.
141. The Profit and Loss Account shall be annexed to the Balance Sheet and the Auditor's report shall be attached there to.
The Board's report in regard to the matters specified under Section 217 of the Act shall be attached to the-Balance Sheet laid before the Company in Annual General Meeting However, the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient.

142. Subject to the provision of Sections 220 of the Act, three copies of the Balance Sheet and Profit and Loss Account shall be filed with the Registrar of Companies.
143. The Board shall, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company, or any of them shall be open to inspection of members not being Directors.
144. The appointment of Auditors, their duties and fixation of their remuneration shall be regulated in accordance with sections 224 to 233 of the Act both inclusive or any modification thereof.

SERVICE OF NOTICES AND DOCUMENTS

- 145.a) Notice from the company may be authenticated by the signature printed or written of any Director or persons appointed by the Board of authenticate the same.
 - b) Any notice or document may be served by the Company on any member either personally or by sending it by post to his registered address or (if he has no registered address in India) to the address (if any) in India supplied by him to the company for the giving of notices to him.
 - c) Where a document is sent by post, service shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice or document provided that when member has intimated the company in advance that documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses to so doing, service of the documents shall not be deemed to be effected unless it is sent in the manner so intimated. Unless the contrary is proved, service shall be deemed to have been effected in the case of the notice of a meeting at the expiration of forty eight hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary manner of post.
- 146(a) If a member has no registered address within or outside India and has not supplied to the company, an address within India for the giving of notice to him, a document advertised in the newspaper circulating in the neighbourhood of the Company shall be deemed to be notice duly given to him on the day on which the advertisement appears.
 - b) Any notice required to be given by the Company to members or any of them and not expressly provided for by these presents shall be sufficient, if given by an advertisement.
 - c) Any notice required to be or which may be given by advertisement shall be published in some newspaper circulating in the neighbourhood of the Registered office of the Company.
 - d) Any notice given by advertisement shall be deemed to have been given on the date on which the advertisement shall first appear.

- e) Every person who by operation of law, transfer or other means whatsoever entitled to any share shall be bound by every notice in respect of such share which was addressed to the name of the share holder from whom he derives his title to such shares.
147. Notwithstanding the provisions of any other Articles, any notice or other document shall be served by the Company on any member who is a non-resident and who has not registered his address in India, at the registered address of the non-resident intimated to the Company from time to time and such notice or documents shall be served by properly addressing, pre-paying and posting by air mail letter containing the notice or document to such non-resident member at such address. Such airmail letter shall be posted not less than twenty five days before the date of such meeting and service of such notice shall be deemed to have been effected at the expiry of four days from the date on which such letter is posted. In any other case, the service shall be deemed to have been effected at the time, which the airmail letter would be delivered in the ordinary course of post.
148. A notice may be given by the Company to the Joint-holder of a share by giving it to the Jointholders first named in the Register in respect of the share.
149. A notice may be given by the company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to them by name or by the title of the representatives of the deceased or assignee of the insolvent or by any like description, at the Address (if any) in India applied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied by giving notice in any manner in which the-same might have been if the death or insolvency had not occurred.
150. Notice of every General Meeting shall be given in the manner herein before authorised to:
- a) Every member of the Company except those members who (having no registered address within India) have not supplied to the Company an address within India for the purposes of giving of notices to them and also:
 - b) Every person entitled to a share in consequence of the death or insolvency, would be entitled receive notices of the meeting, and the Auditor or Auditors for the time being of the Company.
 - c) The accidental omission to give notice to or the non-receipt of notice by any member or every person to whom it should be given shall not invalidate the proceedings at the meeting.
151. A document may be served on the Company or an officer thereof by sending it to the company or office at the registered office of the Company by post or under certificate of posting or by registered post or by leaving it at its registered office, under proper acknowledgement.

RECONSTRUCTION

152. Subject to the provisions of Section 394 and 494 of the Act, on any sale of the undertaking of the Company, the Board of Directors or the liquidators on winding up

may, if authorised by a special Resolution, accept fully paid up shares, or partly paid up shares, debentures or securities of any other company, whether incorporated in the Union of India or not either then existing or to be formed for the purchase in whole or in part of the property of the company and the Directors, if the profits of the Company permit, or the liquidators in a winding up may distribute such shares or securities, or any other property of the company amongst the members without realisation, or vest the same in the trustee for them, and any Special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property, otherwise than in accordance with the strict legal rights of the members of contributions of the Company, and for the valuation of any such securities or property at such price and in such manner as the Meeting may approve, and all holders of the shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights if any under section 494 of the Act as are incapable of being varied or excluded by these presents.

SECRECY

153. No member shall be entitled to visit or inspect the officers work without the permission of the Directors or to require discovery of or any information regarding any details of the company's trading of any matter which is or may be in the nature of a trade secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the members of the members of the Company to communicate to the public.
154. Every Director, Secretary, Trustee for the Company its members or debenture-holders, members of a Committee officer, Servant, Agent, Account or other person employed in or about the business or the company with its customers and the state of accounts its individuals and in matters relating thereto, and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any General Meeting or by Court of Law and except so far as may be necessary in order to comply with any of the provisions in these Articles. Except as may be specifically permitted by the Board or otherwise required under law, all proceedings of the Board shall be strictly confidential and no Director shall knowingly disclose such proceedings to a third party.
 - i) Every manager, auditor, trustee, member of a committee officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any General Meeting or by the laws of the country and except so far as may be necessary in order to comply with any of the provisions in these Articles or the Act. The Board may, from time to time, pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company.
155. If the Company shall be wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid up capital deemed to be paid up, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or due to be

paid up at the commencement of the winding up, the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital paid up or be deemed to be paid up at the commencement of the winding up on shares in advance of calls upon the footing that the same shall, carry interest, such capital shall be excluded and shall be repayable in full before any distribution is made on the paid up capital or deemed to be paid up together with interest at the rate agreed. The provisions of this Article shall be subject to any special rights or liabilities attached to any special calls of shares forming part of the assets of the Company.

156. The liquidators may with the sanction of special resolution divide among the members in specie the whole or any part of the assets of the Company.

INDEMNITY

- 157.a) Subject to the provisions of Section 201 of the Act or any statutory modifications thereof, the Chairman, Managing Director and other Directors, Manager, Secretary and any officer or employee of the Company and his or their heirs, executors or administrators shall be indemnified by the Company against all liability incurred by him in such capacity and it shall be the duty of the Directors to pay out of the funds of the company all costs, charges and expenses (including traveling expenses) which the Chairman, Managing Director or any such Director, Manager, Secretary, Officer or employee incur in the discharge of his duties.
- b) Subject as aforesaid, every Director, Manager or Officer of the Company or any person whether an officer of the company or not employed by the Company as Auditor shall be indemnified from out of the funds of the Company against all liabilities incurred by him such Director, Manager, officer or Auditor in defence proceedings, whether criminal or civil in connection with any application under Section 633 of the companies Act, 1956 without there being any other specific Article in that behalf here in provided.
158. Wherever under the provisions of the Act it is provided that any company shall have any right, privilege or authority, if authorised by the Article or that any Company cannot carry out any transaction unless it is so authorised by its articles then and in that case this article it authorises and empowers the Company to have such rights, privilege or authority and to carry out such transactions as have been permitted under the provisions the companies Act, 1956 without there being any other specific Article in that behalf here in provided.
- 159(1) If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be the losses shall be borne by the Members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively and if in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively.

- (2) On the winding up of the Company, the liquidator may, subject to the provisions of the Act, divide amongst the Members in specie or otherwise the whole or any part of the assets of the Company, whether they shall consist of property of the same kinds or not.
- (3) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.
The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator shall think fit but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability.

PRE-EMPTIVE RIGHTS

160. Banyan Investments Limited shall at all times have the right ("Pre-Emptive Right") to participate in any further issuance to any Person by the Company of equity shares or securities that are optionally or compulsorily convertible into equity shares of the Company, including warrants ("Equity Linked Instruments") (for the avoidance of doubt, it is clarified that the Pre-Emptive Right shall not extend to, and the Equity Linked Instruments shall not include any securities and/ or warrants that have been issued by the Company prior to shareholders' approval as on September 17th 2018. Banyan Investments Limited shall have the right to assign this Pre-Emptive Right to GSO Capital Partners LP or its Affiliates. Pursuant to such Pre-Emptive Right, Banyan Investments Limited will have the right to subscribe to such number of equity shares or Equity Linked Instruments of the Company which will ensure that after the issuance of equity shares or Equity Linked Instruments to such Person and a subsequent issue of equity shares or Equity Linked Instruments to Banyan Investments Limited, the proportion of shareholding held by Banyan Investments Limited in the Company remains the same as the shareholding proportion held by Banyan Investments Limited, in the Company immediately prior to such issuance.

For the above purpose, the equity shareholding of Banyan Investments Limited in the Company shall be construed on a fully diluted basis (i.e., assuming full conversion of the Equity Linked Instruments in accordance with their terms). Any issuance of Equity Linked Instruments or equity shares without offering the Pre-Emptive Right to Banyan Investments Limited as above shall be void-ab-initio. such issuance of Equity Linked Instruments and/or Equity Shares shall be in compliance with applicable law.

161. Any amendment to the Articles of Association of the Company relating to such Pre-Emptive Right as defined in Article 160 shall require prior consent of the Banyan Investments Limited or its assign, and shall immediately thereafter, deliver the revised Articles of Association to Banyan Investments Limited **RESOLVED FURTHER THAT** any of the Directors of the Company or the Company Secretary, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, and to take all steps and give such directions as may be necessary and as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, and as may be required by the Registrar of Companies and / or any statutory/regulatory authority or may authorize the officials of the company to give effect to the foregoing resolution."

Sl. No.	Signatures, Name, Addresses, Descriptions and Occupations of the Subscribers	Signature, Name, Address, Descriptions and Occupations of the Witness
1.	<p>S/d- M. Raveendra S/o. Late M. Venkateswarlu 103, Vijay Kiran Apts. Srinagar Colony Hyderabad - 500 073</p> <p>Occ: Business</p>	
2.	<p>S/d- M. Naga Padma S/o. Late M. Venkateswarlu 103, Vijay Kiran Apts. Srinagar Colony Hyderabad - 500 073</p> <p>Occ: Business</p>	<p>Sd/- Sunil Shahapurkar S/o. D.S. Shahapurkar 211, Amrutha Ville Rajbhavan Road, Somajiguda, Hyderabad – 500 082</p>
3.	<p>S/d- K. Chitra W/o. K. Varadarajan Plot No. 66, Park View Enclave Bowenpally Hyderabad - 500 011</p> <p>Occ: Business</p>	<p>Occ: Chartered Accountant</p>
4.	<p>S/d- S. Vaikuntanathan S/o. V. Suryanarayanan 2-2-18/18/4/A, Bagh Amberpet Indra Prastha Nagar Hyderabad – 500 013</p> <p>Occ: Business</p>	

Sl. No.	Signatures, Name, Addresses, Descriptions and Occupations of the Subscribers	Signature, Name, Address, Descriptions and Occupations of the Witness
5.	<p>S/d- Peter H. Jayakumar S/o. Mr. J. Egbert Samraj 11, Deepthi Chambers Tarnaka, Secunderabad - 500 017.</p> <p>Occ: Chartered Accountant</p>	
6.	<p>S/d- K. Pramod Kumar S/o. Mr. K.V. Chalapathi Rao 2-2-657/208 Central Excise Colony New Nallakunta Hyderabad - 500 013.</p> <p>Occ: Chartered Accountant</p>	<p>Sd/- Sunil Shahapurkar S/o. D.S. Shahapurkar 211, Amrutha Ville Rajbhavan Road, Somajiguda, Hyderabad – 500 082</p>
7.	<p>S/d- S.S. Krishnan S/o. Mr. T. Sundaran Block 5, Flat 3 Anand Krupa Apartments, Anandbagh, Safilguda Hyderabad - 500 047.</p> <p>Occ: Service</p>	<p>Occ: Chartered Accountant</p>
<p>Place: Hyderabad Date: 17-7-1995</p>		